STEP II TRANSFER OF CONTROL APPLICATION OF DIRECT BROADCAST SATELLITE AUTHORIZATIONS

WorldCom, Inc. ("WorldCom" or the "Transferee") and the Shareholders of MCI Communications Corporation, hereby request approval from the Commission, pursuant to Section 100.80 of the Commission's Rules, 47 C.F.R. § 100.80, for the Transferee to assume control of the Direct Broadcast Satellite ("DBS") authorizations held by MCI Communications Corporation ("MCI") and its subsidiaries (collectively, "Licensee").

I. Description of the Transaction and Public Interest Considerations

As described in Volume I, Section I to this consolidated filing, this transfer of control application is Step II of a two-step transaction involving an exchange offer for the shares of MCI Communications. Corporation.² Step I involves the transfer of the MCI shares to an independent trustee, Howard A. White, under an interim Voting Trust Agreement, which is set forth in Volume I, Section IV.A of this consolidated filing. (See Volume II, Section I.B, for the Direct Broadcast Satellite Step I Application, seeking Commission approval for transfer of Licensee's DBS

See Application of MCI Telecommunications Corporation, Order, 11 FCC Rcd. 16275 (1996); Order, DA 96-2165 (Int'l Bur., rel. Dec. 20, 1996), app. for review pending. The Commission also has granted MCI a waiver of Section 319(d) of the Communications Act of 1934, as amended, to begin constructing an additional satellite for its proposed DBS service. See In re MCI Telecommunications Corporation, Request for Section 319(d) Waiver in the Direct Broadcast Satellite Service, Order, File No. 47-SAT-WAIV-97, DA 97-1450 (rel. July 10, 1997).

On September 24, 1997, the Commission released its decision approving the merger of MCI Communications Corporation and British Telecommunications ple. Pending resolution of foreign ownership issues surrounding the grant of MCI's DBS license and transfer of that license to BT, the Commission permitted BT to acquire interim control of MCI's DBS license. MCI and BT have not yet consummated that transaction.

^{*} See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

Volume III, Section I.B **Direct Broadcast Satellite Step II Application**

authorizations to the Trustee to hold in trust on an interim basis pending final Commission approval of the transfer of control of the Licensee's DBS authorizations to Transferce). Step II involves the transfer of the MCI shares by the Trustee to WorldCom. A detailed description of the proposed transaction is set forth in Volume I, Section I to this consolidated filing. A demonstration that the proposed transaction is in the public interest is set forth in Volume I, Section III to this consolidated filing.

II. The Parties

The parties to this Step II Application are:

Transferor:

Shareholders of

MCI Communications Corporation

Howard A. White, Trustee 623-B Heritage Hills

1801 Pennsylvania Ave., N.W. Washington, D.C. 20006-3606

Somers, NY 10589

(202) 872-1600

Transferee:

WorldCom, Inc.

(914) 277-8705

515 East Amite Street Jackson, MS 39201 (601) 360-8600

Information regarding the ownership and the officers and directors of the Transferee and the Licensee is set forth in Volume III, Section I.K to this consolidated filing.

III. Transferee's Eligibility to Hold the DBS Authorizations

The Transferee is eligible to hold a DBS license under Section 100.11 of the Commission's Rules. Specifically, the Transferee is not an alien or a foreign government, or the representative of an alien or of a foreign government. Nor is the Transferee a corporation organized under the laws

See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

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of any foreign government. None of the officers or directors of the Transferee or of its direct and indirect parent companies are aliens. In addition, no more than one-fifth of the Transferee's voting stock and no more than one-fourth of the voting stock of the Transferee's parent companies are owned of record or voted by aliens or their representatives, by a foreign government, or by any corporation organized under the laws of a foreign country.

The Transferee also possesses the legal, financial, technical, and managerial qualifications to assume control of the Licensee's DBS authorizations. (*See* Volume I, Section III; Volume III, Section I.K). Accordingly, the proposed transaction should have no negative effect on the Licensee's due diligence obligations under Section 100.19 of the Commission's Rules.

Moreover, the Transferee currently holds no attributable interest in any channels at any full-CONUS location, and the Commission's spectrum aggregation limitations on full-CONUS locations is therefore not applicable in this case.³ Thus, the transfer of the Licensee's DBS authorizations does not raise any anti-competitive concerns underlying the Commission's rules and policies on transfers of DBS licenses.

IV. Consideration

As described in detail in Volume I, Section I, this consolidated filing involves the transfer of control of all of the shares held by MCI Communications Corporation to WorldCom, Inc., and therefore, entails a transfer of control of the Licensee's DBS authorizations, not an assignment of

³ See In Re Revisions of Rules and Policies for the Direct Broadcast Satellite Service, Report and Order, 11 FCC Rcd. 9712, Appendix C (1995).

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the authorizations. Following the transaction, Licensee will retain its present name and will continue operations pursuant to the authorizations. In addition, the proposed transaction is not limited to a transfer of the underlying DBS authorizations, but rather involves the transfer of control of all federal and state authorizations held by Licensee. Accordingly, due to the nature of this transaction, the exact value of the consideration being offered for the DBS authorizations cannot be determined within the context of the proposed transfer. The total consideration being offered to the Shareholders of MCI for the MCI stock is set forth in WorldCom's Form S-4 Registration Statement made with the Securities and Exchange Commission ("SEC") on October 1, 1997.*

V. Certification and Statutory Waiver

WorldCom, Inc. hereby certifies, in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, that neither WorldCom, nor any party to this Application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See*21 U.S.C. § 853a.

Pursuant to Section 304 of the Communications Act of 1934, as amended, the Transferee hereby waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise.

The Form S-4 will be publicly available on the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system which can be accessed at http://www.sec.gov.

^{*} See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

VI. Conclusion

For the foregoing reasons, the Applicants respectfully request that the Commission approve this Application to transfer control of the Licensee's DBS authorizations to the Transferee.

SHAREHOLDERS OF MCI COMMUNICATIONS CORPORATION

By:

Howard A. White, Trustee

623-B Heritage Hills Somers, NY 10589 (914) 277-8705

MCI COMMUNICATIONS CORPORATION

By:

*

C. Bolton-Smith, Jr./ Vice President & Secretary

MCI Communications Corporation 1801 Pennsylvania Ave., N.W. Washington, D.C. 20006-3606 (202) 872-1600 WORLDCOM, INC.

By:

Scott D. Sallivan

Secretary, Chief Financial Officer

WorldCom, Inc. 515 East Amite Street Jackson, MS 39201-2702 (601) 360-8600

Counsel for Transferee:

Andrew D. Lipman Jean L. Kiddoo Helen E.Disenhaus

SWIDLER & BERLIN, CHTD 3000 K Street, N.W., Ste. 300 Washington, D.C. 20007 (202) 424-7500

Dated: October 1, 1997

As Amended November 21 , 1997

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Due to the nature of this transaction, the Transferee is unable to obtain a representation on the part of the Licensee with respect to the Licensee's Articles of Incorporation: A certified copy of the Articles of Incorporation of the Licensee was provided to the Commission in FCC GN Dkt. No. 96-245 on December 2, 1996, and Transferee requests that the Commission incorporate that filing by reference herein.

* See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

(Questions 6 and 7)

A detailed description of this transaction is contained in Volume I, Section I.A of this consolidated filing. In addition, on October 1, 1997, Transferee is submitting its Form S-4 Registration Statement at the Securities and Exchange Commission ("SEC"), which describes the transaction in greater detail. The Form S-4 will be publicly available on the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system which can be accessed at http://www.sec.gov. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A of this consolidated filing.

^{*} See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

EXHIBIT X (Question 27(b))

* Transferee has not yet had the opportunity to conduct an examination of the subject facilities, but such an inspection will be conducted prior to the Commission's approval of the transfer of control of the applicable authorizations.

^{*} See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

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(Complete Item 6(b)). Itansferred See Exhibit III				See Exhibit	III	
Other (e.g., voting trust agreement, management and outstanding		J. 10100	303	1		
contract, Court Order, etc.) Shares authorized	contract, Court Order, etc.)		-			
. Attach as Exhibit No. III a statement on how control is to be transferred, and copies of any pertinent contracts, agreemen	Attach as Exhibit No. T.T.T. a statement on how control is	to be transferred on	1 000	as of any parti pent	coottoots.	Coreconente
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* See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

(Questions 6 and 7)

A detailed description of this transaction is contained in Volume I, Section I.A of this consolidated filing. In addition, on October 1, 1997, Transferee is submitting its Form S-4 Registration Statement at the Securities and Exchange Commission ("SEC"), which describes the transaction in greater detail. The Form S-4 will be publicly available on the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system which can be accessed at http://www.sec.gov. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A of this consolidated filing.

^{*} See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

EXHIBIT X (Question 27(b))

* Transferee has not yet had the opportunity to conduct an examination of the subject facilities, but such an inspection will be conducted prior to the Commission's approval of the transfer of control of the applicable authorizations.

^{*} See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

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EDENYE COMMUNICATIONS COMMISSION		PCC USE ONLY	
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PPLICATION FOR CONSENT TO TRANSFER O		}	
(Under 47 CFR 21, 23, 25 and 101) Read instructions before co	empleting.	<u> </u>	
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Mailing Street Address or P. O. Box. City, State and ZIP Code 1801 Pennsylvania Avenue, N.W.		Call Sign or Other FC	C Identifier
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^{*} See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

(Questions 6 and 7)

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PART 1 - To be completed by Permittee or Licenses 1(a) Name of Corporate Permittee or Licensee Western Union International, Mailling Street Address or P. O. Box. City. State 201 Centennial Avenue Piscataway, N.J. 08854 Internet Address JLKiddoo@ (b) Fee Data. Refer to 47 CFR Section 1.1105, ft Line (1) (2) No. Fee Type Code 1 CCP 2 CAP 5 Add all amounts in Column (3), lines 1 and 2.	Inc. ste and ZIP Code swidlaw.co the Common Ca (3) Due for Fee Type \$ 70.00	m; Larry.A.Bl	e Exhibit I osser@mci.co	
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2. Permits or Licenses held by Corporation for wi		1	Address or P. O. Box,	City, State and ZIP Code
of Control is sought in this application. (See in	· ·	of Transferor	MCI Commu	ni <u>c</u> ations Corporat
(a) Call Sign (b) File Number (c) Service (d)) No. of Stations	-Howard A. W	hite, Trustee	(See below)
		-623-B Herit	age Hills, Son	ers, NY 10509
See Exhibit I				. City, State and ZIP Code
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5. Permittee or Licensee represents: (check one parmittee or licensee company. That there is now on file with the Commission of the commi			39201 Articles of Incorpor	
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As Amended November 21, 1997

Due to the nature of this transaction, the Transferee is unable to obtain a representation on the part of the Licensee with respect to the Licensee's Articles of Incorporation. A certified copy of the Articles of Incorporation of the Licensee was provided to the Commission in FCC GN Dkt. No. 96-245 on December 2, 1996, and Transferee requests that the Commission incorporate that filing by reference herein.

^{*} See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

(Questions 6 and 7)

A detailed description of this transaction is contained in Volume I, Section I.A of this consolidated filing. In addition, on October 1, 1997, Transferee is submitting its Form S-4 Registration Statement at the Securities and Exchange Commission ("SEC"), which describes the transaction in greater detail. The Form S-4 will be publicly available on the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system which can be accessed at http://www.see.gov. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A of this consolidated filing.

^{*} See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

EXHIBIT X (Question 27(b))

* Transferee has not yet had the opportunity to conduct an examination of the subject facilities, but such an inspection will be conducted prior to the Commission's approval of the transfer of control of the applicable authorizations.

^{*} See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

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	LICATION FOR	_			. • • • • •			
PART	l - To be completed t	by Permittee	or Licensee					
'(a)	Name of Corporate			+:				
	MCI Telecommu					Call Sign or Other FCC	Identificat	
	Mailing Street Addres 1801 Pennsylva		nue, N.W.	and ZIP Code		See Exhibit I	ideninet	
	Nashington, D.	.C. 2000	06			Jee LANIDIC I		
	Internet Address	JLK	Kiddoo@sw:	idlaw.co	om; Larry.A	.Blosser@mci.c	om	
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As Amended November $\frac{21}{2}$, 1997

Due to the nature of this transaction, the Transferee is unable to obtain a representation on the part of the Licensee with respect to the Licensee's Articles of Incorporation. A certified copy of the Articles of Incorporation of the Licensee was provided to the Commission in FCC GN Dkt. No. 96-245 on December 2, 1996, and Transferee requests that the Commission incorporate that filing by reference herein.

* See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

(Questions 6 and 7)

A detailed description of this transaction is contained in Volume I, Section I.A of this consolidated filing. In addition, on October 1, 1997, Transferee is submitting its Form S-4 Registration Statement at the Securities and Exchange Commission ("SEC"), which describes the transaction in greater detail. The Form S-4 will be publicly available on the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system which can be accessed at http://www.sec.gov. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A of this consolidated filing.

^{*} See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.